

FROM CORPORATION TRUST-DOVER DE 302-674-8340 (THU) 10. 26' 00 10:56/ST. 10:56/NO. 4260103666 P 2

State of Delaware

PAGE :

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "FINNIGAN CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "FINNIGAN CORPORATION" TO "THERMO FINNIGAN LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2000, AT 4:30 O'CLOCK P.M.


Edward J. Freel, Secretary of State

2529414 8100V

001538754

AUTHENTICATION: 0756349

DATE: 10-26-00

FROM CORPORATION TRUST-DOVER, DE 302-674-8340 (THU) 10.26'00 10:57/ST. 10:56/NO. 4260103666 P 3

THERMO ELECTRON

002

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
FINNIGAN CORPORATION
TO
THERMO FINNIGAN LLC**

This Certificate of Conversion to Limited Liability Company, dated as of October 21, 2000, is being executed and filed by Finnigan Corporation, a Delaware corporation (the "Company"), and Janet Davenport, as an authorized person of Thermo Finnigan LLC, a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (6 Del. C. Section 18-101 *et seq.*) and the General Corporation Law of the State of Delaware (8 Del C. Section 101 *et seq.*) (the "GCL").

1. The Company's name when it was originally incorporated was: TBA Holdings Inc., and immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was: Finnigan Corporation.

2. The Company filed its original certificate of incorporation with the Secretary of State of Delaware and was first incorporated on July 31, 1995, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

3. The name of the LLC into which the Company shall be converted as set forth in its Certificate of Formation is: Thermo Finnigan LLC.

4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Section 228 and 266 of the GCL.

5. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a Certificate of Formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first above written.

FINNIGAN CORPORATION

By:



Sandra L. Lambert, Secretary

FROM CORPORATION TRUST-DOVER, DE 302-674-8340 (THU) 10.26'00 10:57/ST. 10:56/NO. 4260103666 P 4

*State of Delaware**Office of the Secretary of State*

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "THERMO FI JNIGAN
LLC" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER,
A.D. 2000, AT 4:30 O'CLOCK P.M.


Edward J. Freel, Secretary of State

2529414 8100V

001538754

AUTHENTICATION: 0756349

DATE: 10-26-00

FROM CORPORATION TRUST-DOVER, DE 302-674-8340
10/26/00 03:54
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THERMO ELECTRON

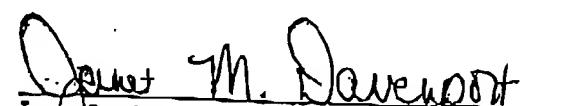
003

**CERTIFICATE OF FORMATION
OF
THERMO FINNIGAN LLC**

Pursuant to the provisions of the Delaware Limited Liability Company Act, the undersigned hereby agrees, certifies and swears to this Certificate of Formation creating a limited liability company to be known as "THERMO FINNIGAN LLC":

1. The name of the limited liability company (the "Company") is THERMO FINNIGAN LLC.
2. The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of the Company's registered agent at such address is The Corporation Trust Company.
3. The Company is member-managed and Thermo Electron Corporation is the initial sole member of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of THERMO FINNIGAN LLC this 25TH day of October, 2000.


Janet M. Davenport
Authorized Signatory